



# **Dow Inc.**

## **2023 ANNUAL MEETING OF STOCKHOLDERS**

### **Rules of Conduct and Procedures**

Welcome to the 2023 Annual Meeting of Stockholders of Dow Inc. (the “2023 Meeting”). To ensure a fair and orderly meeting, participants are required to honor the following Rules of Conduct and Procedures:

- 1) The Company’s Bylaws provide that the Chairman shall preside at the 2023 Meeting and determine the rules governing the procedures and conduct for the 2023 Meeting. The Chairman has sole discretion to rule on procedures and on all other matters incident to the conduct of the 2023 Meeting.
- 2) The Agenda indicates the order in which matters will be presented at the 2023 Meeting. The only business to be conducted at the 2023 Meeting are the matters set forth in the 2023 Notice of Annual Meeting of Stockholders and Proxy Statement dated March 3, 2023. Business (including director nominations) may be brought before the 2023 Meeting only in accordance with the Company’s Bylaws, Delaware law and applicable securities laws.<sup>1</sup>
- 3) Only stockholders of record as of the close of business on February 15, 2023, or those who hold a legal proxy for the 2023 Meeting, are permitted to vote and ask questions during the 2023 Meeting.
- 4) To vote during the 2023 Meeting, stockholders will need to use the 16-digit control number found on the Notice of Internet Availability of Proxy Materials, the proxy card or the voting instruction form to login to the virtual meeting website at [www.virtualshareholdermeeting.com/DOW2023](http://www.virtualshareholdermeeting.com/DOW2023). If you have voted your shares prior to the start of the 2023 Meeting, your vote has been received by the Company’s inspector of elections and there is no need to vote those shares during the 2023 Meeting, unless you wish to revoke or change your vote. Stockholders may vote until the polls close as outlined on the Agenda.
- 5) Questions and comments are welcome from all stockholders. However, conducting the business set out in the Agenda for the benefit of all stockholders will be paramount. The Company reserves its rights in their entirety, and does not intend to address any questions that are, among other things:
  - not pertinent to the business of the Company or to the business of the 2023 Meeting;
  - related to material non-public information of the Company;
  - related to personal grievances;
  - derogatory references to individuals or that are otherwise in bad taste;
  - repetitious statements already made by another stockholder;
  - related to pending or threatened litigation;
  - related to personnel matters such as layoff, termination, or employment opportunities;
  - complaints or suggestions about individual Company products, technologies or services;
  - in furtherance of the stockholder’s personal or business interests; or
  - out of order or not otherwise suitable for the conduct of the 2023 Meeting as determined by the Chairman or Corporate Secretary in their reasonable judgment.
- 6) Questions or comments unrelated to the 2023 Meeting or related to individual concerns rather than of concern to stockholders may be submitted by contacting Investor Relations at [ir@dow.com](mailto:ir@dow.com).

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<sup>1</sup> As described in the 2022 Proxy Statement, items of proper business raised for the 2023 Meeting required advance written notice to the Office of the Corporate Secretary not later than December 4, 2022.



- 7) Stockholders may submit questions during the 2023 Meeting using the “Ask a Question” field on the virtual meeting website at [www.virtualshareholdermeeting.com/DOW2023](http://www.virtualshareholdermeeting.com/DOW2023). Stockholders will need to log in using the 16-digit control number found on the Notice of Internet Availability of Proxy Materials, the proxy card or the voting instruction form. Questions may be submitted starting approximately 15 minutes before the 8:00 AM Eastern start time and ending upon conclusion of the 2023 Meeting.

*PLEASE NOTE: The time allocated on the Agenda to respond to questions submitted by stockholders during the 2023 Meeting is limited. The Company intends to address as many questions as possible during this time. However, the Company reserves the right to address any remaining questions, that are otherwise compliant with these rules, following the 2023 Meeting in writing, a list of which will be made available promptly at [www.dow.com/investors](http://www.dow.com/investors) and remain available for at least one year.*

- 8) Each stockholder is limited to one question/topic. Questions from multiple stockholders on the same topic or that are otherwise related may be grouped, summarized and answered together.
- 9) Interested persons who are not stockholders may access the 2023 Meeting as guests but may not vote or ask questions during the 2023 Meeting at [www.virtualshareholdermeeting.com/DOW2023](http://www.virtualshareholdermeeting.com/DOW2023).
- 10) In the event of disorder, technical malfunction, or other significant problem that disrupts the 2023 Meeting, the Chairman may adjourn, recess or expedite the 2023 Meeting or take such other action that the Chairman determines is appropriate in light of the circumstances.

In the event of any technical malfunction, it is expected that an announcement will be made on [www.virtualshareholdermeeting.com/DOW2023](http://www.virtualshareholdermeeting.com/DOW2023). If necessary, the announcement will provide information regarding the date, time, and location of any adjournment or postponement of the 2023 Meeting. Any updated information regarding the 2023 Meeting will be posted at [www.dow.com/investors](http://www.dow.com/investors).

- 11) Recording the 2023 Meeting is prohibited. A replay of the virtual meeting webcast will be made available promptly at [www.dow.com/investors](http://www.dow.com/investors) and it will remain available for at least one year.

#### Stockholder Proposal Procedure

- 12) In order to present a stockholder proposal, a presenter must have checked in with the virtual meeting host operator and verified credentials as the proponent or a duly authorized proxy. If neither the proponent nor an authorized proxy has checked in, the Chairman or Corporate Secretary will presume the proponent is not present and will move that the proposal has not been properly presented. As described in the 2022 Proxy Statement, stockholder proposals for the 2023 Meeting required advance written notice to the Office of the Corporate Secretary no later than November 4, 2022.
- 13) The presenter of a stockholder proposal should not begin until recognized by the Chairman or Corporate Secretary. During the presentation of a stockholder proposal, the presenter will have three minutes to present the proposal, whether live or in pre-recorded format. To help the presenter manage his or her time, audible notifications will be provided when 30 seconds remain and again when 10 seconds remain. At three minutes, the virtual meeting host operator will intervene. Abiding by this time allocation will ensure all presenters are given equal time and will prevent the operator from having to intervene. The presenter should restrict comments to the stockholder proposal being presented. If at any time the comments are deemed inappropriate, speaking privileges will be rescinded.

***A violation of any of these rules will be considered cause for expulsion from the 2023 Meeting.***

Thank you for your continued support and interest in Dow.